




ENTERED

TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.


United States Bankruptcy Judge

Signed January 21, 2011

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

In re:	§	Involuntary Chapter 11
VITRO ASSET CORP., <i>et al.</i> ,	§	
	§	Case No. 10-47470-rfn-11
Alleged Debtors.	§	
	§	Jointly Administered

**AMENDED CONSENT ORDER PURSUANT TO 11 U.S.C. § 105(a) AND FED.
R. BANK. P. 1014(b) MODIFYING STAY OF PROCEEDINGS IN CHAPTER 15 CASE**

WHEREAS, in accordance with the instructions of this Court at the status hearing held on January 10, 2011, Vitro Asset Corp. and its affiliated debtors (collectively, the “Alleged Debtors”) and the petitioning creditors (the “Petitioning Creditors”) in the above-captioned involuntary chapter 11 cases and Alejandro Francisco Sánchez-Mujica, the petitioner for Vitro, S.A.B. de C.V., the chapter 15 debtor (“Vitro” and, together with the Mr. Sanchez-Mujica, the Alleged Debtors and the Petitioning Creditors, the “Parties”), met and conferred regarding the withdrawal of the Chapter 15 Petition for Recognition of a Foreign Main Proceeding [Docket No. 1 in Case No. 10-16619 (Bankr. S.D.N.Y.) (the “Chapter 15 Case”), filed on December 14, 2010 (the “Chapter 15 Petition”); and

WHEREAS, the Parties have agreed to the withdrawal of the Chapter 15 Petition and closing of the Chapter 15 Case on the terms set forth in the Consent Order Regarding (I) Subsequent Information Pursuant to 11 U.S.C. § 1518 and (II) Withdrawal of Chapter 15 Petition for Recognition of a Foreign Main Proceeding (“Chapter 15 Consent Order”), attached hereto as Exhibit A;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the stay imposed by Federal Rule of Bankruptcy Procedure 1014(b) on proceedings in the Chapter 15 Case is hereby modified to permit the filing of the Chapter 15 Consent Order and consideration and entry, if deemed appropriate, of such Chapter 15 Consent Order and any relief reserved under such order.

End of Order

EXHIBIT A

**CONSENT ORDER REGARDING (I) SUBSEQUENT INFORMATION PURSUANT
TO 11 U.S.C. § 1518 AND (II) WITHDRAWAL OF CHAPTER 15 PETITION FOR
RECOGNITION OF A FOREIGN MAIN PROCEEDING**

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

VITRO, S.A.B. de C.V.,

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 10-16619 (SHL)

**CONSENT ORDER REGARDING (I) SUBSEQUENT INFORMATION PURSUANT TO 11
U.S.C. § 1518 AND (II) WITHDRAWAL OF CHAPTER 15 PETITION FOR RECOGNITION
OF A FOREIGN MAIN PROCEEDING**

WHEREAS, Alejandro Francisco Sánchez-Mujica, the petitioner for Vitro, S.A.B. de C.V. (“Vitro”), the chapter 15 debtor in the above-captioned chapter 15 case (the “Chapter 15 Case”), hereby informs the Court, pursuant to 11 U.S.C. § 1518, that, by resolution dated January 7, 2011, Judge Francisco Eduardo Flores Sánchez of the Fourth District Court for Civil and Labor Matters in the State of Nuevo León, Mexico, denied the declaration requested by Vitro for a pre-packaged *concurso* proceeding that was the basis for the Chapter 15 Case; and

WHEREAS, based on the foregoing, although Vitro has informed the Court that it intends to appeal the denial of the pre-packaged *concurso* declaration, there is currently no voluntary foreign main proceeding pending with respect to Vitro.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED as follows:

1. Vitro's Chapter 15 Petition for Recognition of a Foreign Main Proceeding, filed on December 14, 2010 (the "Chapter 15 Petition"), is hereby withdrawn without prejudice.
2. The Chapter 15 Case is hereby closed, pursuant to sections 350 and 1517(d) of the Bankruptcy Code; provided that this Court retains jurisdiction to enforce and interpret this Order.
3. If another petition for relief under chapter 15 of the Bankruptcy Code is filed with respect to Vitro (the "Subsequent Chapter 15 Petition"), then (i) to the extent the involuntary chapter 11 cases of Vitro's affiliates, Vitro Asset Corp., et al. (Case No. 10-47470-rfn-11), are still pending in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Texas Bankruptcy Court") at the time the Subsequent Chapter 15 Petition is filed, and the Subsequent Chapter 15 Petition is filed in a court other than the Texas Bankruptcy Court, Vitro (and/or its foreign representative) will comply with the stay that would have been imposed by Rule 1014(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") for three business days following the filing of the Subsequent Chapter 15 Petition regardless of whether a motion to transfer venue pursuant to Bankruptcy Rule 1014(b) will have been filed; and (ii) Vitro (and/or its foreign representative) will advise the court in which the Subsequent Chapter 15 Petition is filed that the Chapter 15 Petition had been filed with this Court and voluntarily withdrawn on consent of the parties.
4. Notwithstanding the entry of this Consent Order, the withdrawal of the Chapter 15 Petition, or the closing of the Chapter 15 Case, neither the Ad Hoc Group of Vitro Noteholders, nor any of its members, have waived any rights any of them may have in connection with the Chapter 15 Case, and such rights are hereby fully reserved (as are

the rights of Vitro (and/or its foreign representative) to oppose any assertion of such rights on any grounds other than the entry of this Consent Order).

Respectfully submitted,

By: _____
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Petitioner for Vitro S.A.B. de C.V.*

So Ordered this ____ day of January 2011.

UNITED STATES BANKRUPTCY JUDGE